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August 13, 2002

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 23616-A FILED

AUG 14 '02 1:01:0 PM

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 8, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **BAKERY FEEDS, A DIVISION OF GRIFFIN INDUSTRIES, INC.**  
4221 Alexandria Pike, Cold Spring, KY 41076

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BAKERY FEEDS** covering 13hopper cars with reporting marks and numbers – CEFX 11254 – CEFX 12355, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23616 dated 8/15/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator



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**Enclosure**

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8<sup>th</sup> day of July, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BAKERY FEEDS, a Division of GRIFFIN INDUSTRIES, INC., a Kentucky corporation, with an address at 4221 Alexandria Pike, , Cold Spring, KY 41076 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 7, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 15, 2001 as recordation number 23616.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Richard Latini  
Name: Richard Latini  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BAKERY FEEDS, a Division of GRIFFIN INDUSTRIES, INC.

By: Bill Reagon  
Name: BILL REAGON  
Title: President BAKERY FEEDS

## Schedule A

Number of Cars		Equipment Description
13		5,250 C.F. covered hopper car with gravity gates and trough hatches
1	CEFX	11254
2	CEFX	11285
3	CEFX	12134
4	CEFX	12136
5	CEFX	12140
6	CEFX	12155
7	CEFX	12169
8	CEFX	12177
9	CEFX	12202
10	CEFX	12216
11	CEFX	12263
12	CEFX	12330
13	CEFX	12355